

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE:	§	Chapter 11
	§	
Delphi Corporation, et. al.,	§	Case No. 05-44481 (RDD)
	§	
Debtors.	§	(Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS §
 § ss:
COUNTY OF BEXAR §

Langley & Banack, Incorporated, being duly sworn, deposes and says:

1. I am a principal of Langley & Banack, Inc., which firm maintains offices at 745 E. Mulberry, Suite 900, San Antonio, Texas 78212.

2. Neither I, Langley & Banack, Incorporated, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned Debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Langley & Banack, Incorporated has represented and advised the Debtors with respect to certain aspects of Texas state law.

4. The Debtors have requested, and Langley & Banack, Incorporated has agreed to represent and advise the Debtors pursuant to Section 327(3) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1300, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Langley & Banack, Incorporated proposes to render the following services to the Debtors: Legal.

5. Langley & Banack, Incorporated current fee arrangement is per hour and reimbursement of reasonable expenses.

6. Except as set forth herein, no promises have been received by Langley & Banack, Incorporated or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Langley & Banack, Incorporated has no agreement with any entity to share with such entity any compensation received by Langley & Banack, Incorporated.

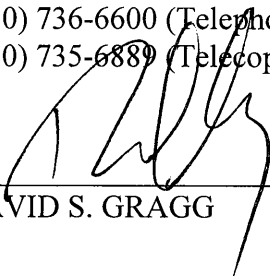
8. Langley & Banack, Incorporated and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. Langley & Banack, Incorporated does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Langley & Banack, Incorporated, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Langley & Banack, Incorporated is to be engaged.

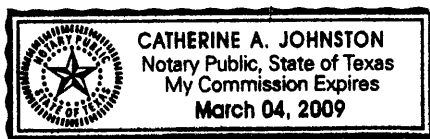
10. The foregoing constitutes the statement of Langley & Banack, Incorporated pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Further Affiant sayeth not.

LANGLEY & BANACK, INCORPORATED
Trinity Plaza II, Ninth Floor
745 East Mulberry
San Antonio, Texas 78212-3166
(210) 736-6600 (Telephone)
(210) 735-6889 (Telecopier)



DAVID S. GRAGG



Subscribed and sworn before me
this the 20th day of June, 2007



Notary Public
State of Texas

CERTIFICATE OF SERVICE

I certify that on June 20, 2007, a true and correct copy of the foregoing Affidavit of Legal Ordinary Course Professional of David S. Gragg has been served on the below interested parties in this action by placing a true and correct copy thereof with postage thereon fully prepaid in the United States Mail, addressed to:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

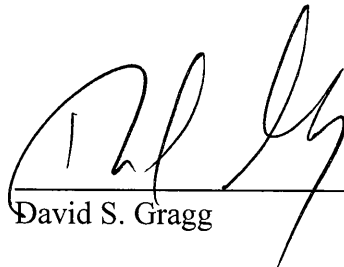
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David S. Gragg